# FORM 4

(Print or Type Responses)

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person—     SMITH WILLIAM G JR				CAPITAL CITY BANK GROUP INC [ccbg]						1	Check all applicable)  _X_ Director  _X_ 10% Owner					
P.O. BOX 11248 (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 05/17/2012					X_ Office	X Officer (give title below) Other (specify below)  Chairman, President and CEO						
TAII AI	IACCEE 1	(Street)	2	4. If	Amendmen	t, Date Ori	gina	l Filed(Mor	nth/Day/	Year)	_X_ Form fil	ual or Joint/O ed by One Repo ed by More than	orting Pers	on	Applicable I	Line)
TALLAHASSEE, FL 32302 (City) (State) (Zip)					Table I - Non-Derivative Securities Acquired, Disp						I C D C I D D					
1.Title of Security (Instr. 3)			Date (Month/Day/Year) ar		2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form: Direct (D)	7. Natindired Benefit O) Owner	icial rship	
						Code	V	Amount	(A) or (D)	Price	rice			or Indire (I) (Instr. 4)	ì	4)
Common	Stock		05/17/2012			P		1,000	A	\$ 6.59	2,249,317.	849		D		
Common	Stock										1,049,378.	015		I	2S Partn	nership
Common	Stock										1,768.08			I	THE TRU	WGS ST
Common	Stock										4,879.593			I	WGS	Sjr.IRA
Common	Stock										55,666			Ι	Spou Paula Smith	a P.
Common	Stock										4,585.299			I	Spou IRA	ise -
Common	Stock										87,951.558	3		I	JWS TRU	ST
Common	Stock										87,115.174	ļ		I	WGS Trust	
Common	Stock										80,727.896	5		I	VAS TRU	
Common	Stovk										80,727.896	5		I	WHS TRU	
Damin dam	Donout on a		o for each along of an		am afi ai aller	arran ad dina		an in dina	41	1	•					
Reminder.	Report on a s	separate III	ne for each class of se				Po co th	ersons wontained ne form d	ho rein this	s form	to the collectory are not requiremently valid	uired to res	spond i	unless	SEC 147	74 (9-02)
		1	Table 1		uts, calls, v						icially Owned ies)	1	1			
Security	2. Conversion or Exercise Price of Derivative Security			Date, if	4. Transaction Code (Instr. 8)	5. Number of Derivativ Securitie Acquirec (A) or Disposec of (D) (Instr. 3, 4, and 5)	a (I	. Date Exc nd Expira Month/Da	tion Da	cisable 7. Title and 8 on Date Amount of Carry Underlying S		8. Price of Derivative Security (Instr. 5)	Derivat Securit Benefic Owned Follow Reporte	tive Coies F F Coially Coing Coies Coing Coiction(s) (I	orm of verivative ecurity: virect (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

	Code V	V (A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
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### **Reporting Owners**

P ( 0 N /	Relationships								
Reporting Owner Name / Address	Director	Director 0 Officer Officer		Other					
SMITH WILLIAM G JR									
P.O. BOX 11248	X	X	Chairman, President and CEO						
TALLAHASSEE, FL 32302									

#### **Signatures**

William G. Smith, Jr.	05/21/2012
**Signature of Reporting Person	Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.